

CFDF Corporation Meeting Agenda

Wednesday, February 4, 2009

Central Falls City Council Chambers

580 Broad Street – Second Floor

Central Falls, RI 02863

6:00 p.m.

A meeting of the Central Falls Detention Facility was held on the above date, in the Council Chambers at 6:00pm Director Daniel Cooney presided as chair.

All of the Agenda items listed herein are subject to official action by the Board of Directors.

I. Roll Call

Daniel Cooney-Present

Bruce Corrigan-Present

Michael Golenia-Present

Kevin England-Present

Eugene Racquier-Present

Quorum present.

II. Minutes

a. January 28, 2009

Director Bruce Corrigan made a motion to accept and place on file,

seconded by Director Kevin England. All agreed. So voted.

III. New Business

a. Ratify and confirm Margaret Lynch-Gadaleta as Legal Counsel to CFDF Board of Directors.

Director England made a motion to ratify and confirm Margaret Lynch Gadaleta as legal counsel to the Central Falls Detention Facility Board of Directors, seconded by Director Golenia. All agreed. So voted.

b. Determine status of CFDF Corporation General Legal Counsel.

Director England made a motion to terminate attorney Christopher Orton as General Counsel to the Central Falls Detention Facility Corp. seconded by Director Golenia. All agreed. So voted.

c. Appointment of General Legal Counsel to the CFDF Corporation.

Director England made a motion to appoint Margaret Lynch Gadaleta as General Legal Counsel to the Central Falls Detention Facility Corp. seconded by Director Golenia. All agreed. So voted.

d. Consideration of Special Counsel to CFDF Corporation.

Director Corrigan made a motion to appoint the law firm Lepizzera and Laprocina Counselors and Law LTD as special Counsel to the Central Falls Detention Facility, seconded by Director England. All Agreed. So voted.

(1) Discussion for special counsel to conduct a comprehensive legal due diligence review of the Central Falls Detention Facility Corp. which shall include without limitation an in depth review of the Corporations organization and structure, all financial arrangements or instruments affecting the Corp, and any and all contracts relating to the Corporation properties and permits of the Corp., and all insurance and litigation matters relating to the Corporation.

(2) Discussion with the board such other reviews as it deems prudent and necessary in order to ascertain compliance with the purposes for which the Corp. was created, including without limitation, financial/accounting review and operational compliance review.

e. Discussion regarding RDW Group, DUTCO Group and Thomas Hanley.

Director Corrigan made a motion to suspend any further activity or work, pending a review of the contracts for RDW Group, DUTKO Group and Attorney Thomas Handley, seconded by Director Golenia.

All agreed. So voted.

f. Communications.

Director England made a motion that any and all future public statements regarding Central Falls Detention Facility Corporation shall exclusively come from the Corporation's General Counsel or the Board's Chairperson, seconded by Director Golenia. All agreed. So voted.

g. Discussion regarding Public Asset Management, Louis Berger Group.

Director England made a motion to get copies of contracts with Public Asset Management and Louis Berger Group, seconded by Director Golenia. All agreed. So voted.

h. Discussion regarding Construction Project Manager.

Director Corrigan made a motion to send a letter to the CFDC Corp.'s Chief Financial Officer requesting who was the Construction Project Manager on the recent Detention Facility Expansion and a total dollar amount of how much was paid to the Project Manager, seconded by

Director England. All agreed. So voted.

i. Discussion regarding fiscal payments from CFDF Corporation.

Director England made a motion that any and all fiscal payments regarding the Corporation must be approved by the Corporation's board of Director's, seconded by Director Golenia. All agreed. So voted.

j. Authorization of Mayor to accompany prospective investors through detention facility escorted by Board members Warden Salisbury only.

Director England made a motion that the Board of Directors authorizes the City of Central Falls through its Mayor to be allowed facility tours with representatives of outside professionals and consultants, prospective buyers, to be escorted by Warden Salisbury only, seconded by Director Golenia. All agreed. So voted.

IV. Old Business-review of requests from January 29, 2009 meeting.

Discussion took place on what documents have been received to date.

**V. Executive session pursuant to R.I. Gen. Laws § 42-46-5(a)(2)
PENDING**

LITIGATION and R.I. Gen. Laws §42-46-5(a)(4) INVESTIGATION

The above agenda item was read into the record.

Director England made a motion to convene into executive session, seconded by Director Golenia. All agreed. Convened at 6:23pm

At 7:00 pm the Board reconvened the meeting. All members were present.

Director Racquire made a motion to seal the minutes, seconded by Director England.

Daniel Cooney-Agreed

Bruce Corrigan-Agreed

Michael Golenia-Agreed

Kevin England-Agreed

Eugene Racquier-Agreed

Motion carried.—Minutes sealed.

VI. Adjournment

Director England made a motion to adjourn, seconded by Director Golenia-All agreed. Time: 7:05 pm

Sincerely,

Marie Twohey
Clerk